

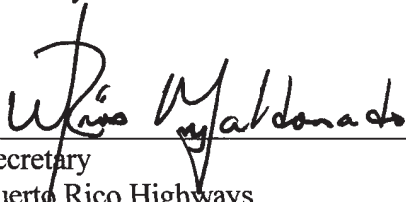
NATBONY DECLARATION
EXHIBIT 2

**CERTIFICATE OF SECRETARY OF THE AUTHORITY
AS TO RESOLUTION 98-08**

I, William G. Rios Maldonado, Secretary of Puerto Rico Highways and Transportation Authority, DO HEREBY CERTIFY, that attached hereto is a true and correct copy of Resolution 98-08 which was adopted by the Secretary of Transportation and Public Works of the Commonwealth of Puerto Rico on February 26, 1998. I DO FURTHER CERTIFY that said Resolution has not been in any way amended, annulled, rescinded or revoked and is still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Authority, this 19th day of March, 1998.

(SEAL)


Secretary
Puerto Rico Highways
and Transportation Authority

RESOLUTION NO. 98-08

**A RESOLUTION PLEDGING CERTAIN FEES TO
THE PAYMENT OF BONDS ISSUED PURSUANT
TO THE PROVISIONS OF SECTION 208 OF
RESOLUTION NO. 68-18, ADOPTED UNDER
AUTHORITY AS ACT NO. 74, APPROVED JUNE 23,
1965, AS AMENDED, WHICH AUTHORIZES THE
ISSUANCE OF HIGHWAY REVENUE BONDS FOR
THE PURPOSE OF PROVIDING FUNDS FOR USE
BY THE AUTHORITY FOR CONTINUING THE
GOVERNMENT PROGRAM OF PROVIDING
HIGHWAYS AND OTHER FACILITIES FOR THE
MOVEMENT OF VEHICULAR TRAFFIC.**

I, Dr. Carlos I. Pesquera Morales, Secretary of Transportation and Public works,
DO HEREBY DETERMINE AND RESOLVE, as follows:

As authorized by the provisions of Resolution No. 68-18, adopted by the
Authority on June 13, 1968, as amended by supplemental resolutions of the Authority
adopted on February 17, 1972, October 29, 1990, June 23, 1992, July 15, 1993 (effective
September 8, 1993) and August 10, 1993 (said Resolution No. 68-18 as so amended,
together with all future amendments and all resolutions supplemental thereto as therein
permitted, being herein called the "1968 Resolution") all Existing Toll Facilities
Revenues, as defined in Resolution No. 98-06, adopted on February 26, 1998, are hereby
pledged by the Authority to the payment of the principal of and premium, if any, and
interest on bonds or other obligations heretofore or hereafter issued under the provisions
of the 1968 Resolution. Such pledge shall be effective beginning as of February 26, 1998
and shall terminate when the 1968 Resolution shall be repealed and cancelled in
accordance with its terms.

Passed and adopted: February 26, 1998



Secretary of Transportation and
Public Works